

section shall be divulged by the United States to any person other than an authorized representative of the executive branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendants to the United States, defendants represent and identify in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(c)(7) of the Federal Rules of Civil Procedure, and defendants mark each pertinent page of such material, "Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure," then the United States shall give defendants ten (10) calendar days' prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

XIII. No Reacquisition

Defendants may not reacquire any part of the Divestiture Assets during the term of this Final Judgment.

XIV. Retention of Jurisdiction

This Court retains jurisdiction to enable any party to their Final Judgment to apply to this Court at any time for further orders and directions as may be necessary or appropriate to carry out or construe this Final Judgment, to modify any of its provisions, to enforce compliance, and to punish violations of its provisions.

XV. Expiration of Final Judgment

Unless this Court grants an extension, this Final Judgment shall expire ten (10) years from the date of this entry.

XVI. Public Interest Determination

Entry of this Final Judgment is in the public interest.

Dated: _____.

Court approval subject to procedures of the Antitrust Procedures and Penalties Act, 15 U.S.C. 16.

United States District Judge

Competitive Impact Statement

Pursuant to Section 5(b) of the Clayton Act, as amended by Section 2 of the Antitrust Procedures and Penalties Act ("Tunney Act"), 15 U.S.C. 16(b)–(h), the United States files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I. Nature and Purpose of the Proceeding

On September 16, 2003, the United States of America filed a civil antitrust Complaint alleging that the proposed acquisition by General Electric Company ("GE") of Instrumentarium OYJ ("Instrumentarium") would violate section 7 of the Clayton Act, 15 U.S.C. 18. The Complaint alleges that GE and Instrumentarium are two of the nation's three leading suppliers of patient monitors used to take the vital physiologic measurements of patients requiring critical care ("critical care monitors"). The Complaint further alleges that GE dominates the sale of full-size, mobile C-arms used for surgical, orthopedic, pain management, and basic vascular procedures ("orthopedic-vascular C-arms"), with Instrumentarium as one of three smaller players in that market. GE and Instrumentarium complete head-to-head in the development, manufacture, as sale of critical care monitors and orthopedic-vascular C-arms.

The Complaint alleges that the proposed acquisition would eliminate head-to-head competition between GE and Instrumentarium and would substantially increase the likelihood that GE will unilaterally increase the prices or reduce the product quality of critical care monitors and orthopedic-vascular C-arms to the detriment of consumers. The request for relief in the Complaint seeks: (1) A judgment that the proposed acquisition would violate Section 7 of the Clayton Act; (2) a permanent injunction preventing consummation of the proposed acquisition or preventing the defendants from entering into or carrying out any agreement, understanding, or plan, the effect of which would be to exchange those assets between the defendants; (3) an award of costs to the plaintiff; and (4) such other relief as the Court may deem just and proper.

When the Complaint was filed, the United States also filed a Hold Separate Stipulation and Order and a proposed Final Judgment, which permit GE to complete its acquisition of Instrumentarium, yet preserve competition in the markets in which the proposed transaction raises significant competitive concerns. The proposed Final Judgment orders the defendants to divest two businesses to acquires that are acceptable to the United States: (1) Instrumentarium's Spacelabs business, which is Instrumentarium's primary manufacturing, distribution, research and development, and sales operations for critical care monitors; and (2) instrumentarium's Ziehm subsidiaries, which house Instrumentarium's C-arm

business and its line of C-arm products, currently conducted through Instrumentarium Imaging Ziehm, Inc. and Instrumentarium Imaging Ziehm GmbH. The defendants must complete the required divestitures within one hundred twenty (120) calendar days after the filing of the complaint in this matter, or five (5) days after notice of the entry of this Final Judgment by the Court, whichever is later. The United States, in its sole discretion, may agree to an extension of this time period of up to two, thirty (30) day periods, not to exceed sixty (60) calendar days in total. Under the terms of the Hold Separate Stipulation and Order, GE is required to take certain steps to ensure that the assets to be divested are preserved and held separate from its other assets and businesses.

The United States and the defendants have stipulated that the proposed Final Judgment may be entered after compliance with the Tunney Act. Entry of the proposed Final Judgment would terminate this action, except that the Court would retain jurisdiction to construe, modify or enforce provisions of the proposed Final Judgment and to punish violations thereof.

II. Description of the Events Giving Rise to the Alleged Violation

A. the Defendants and the Proposed Transaction

GE is a global technology and services company that has its principal office in Fairfield, Connecticut. GE Medical Systems, a subsidiary of GE, is a major worldwide provider of medical equipment products and services, including patient monitors and C-arms, and has its principal offices in Waukesha, Wisconsin. In 2002, GE had total revenues of approximately \$131.7 billion, and GE Medical Systems had revenues of approximately \$9 billion.

Instrumentarium is a major worldwide provider of medical equipment products and services, including patient monitor and C-arms, and has its principal offices in Helsinki, Finland. Instrumentarium manufactures and sells patient monitors through its Datas-Ohmeda and Spacelabs subsidiaries, and manufactures and sells C-arms through its Ziehm operation. Instrumentarium's revenues were approximately \$1 billion in 2002.

GE and Instrumentarium reached an agreement on December 18, 2002 that provides for GE to purchase Instrumentarium through a cash tender offer valued at approximately \$2 billion. This transaction, which would increase concentration in the already concentrated critical care monitor and